

EXHIBIT “D”

July __, 2007

BY OVERNIGHT MAIL

Borrower Address

**Re: Rescission (Invalidation and Withdrawal) of May 18, 2007 Notice of
Termination of Compass Partners as Loan Servicer and Notice of
Replacement Servicer**

Dear Borrower:

On May 18, 2007, Donna Cangelosi sent you a letter indicating that Compass Financial Partners LLC ("Compass") had been terminated as servicer of certain loans, which originally were brokered and serviced by USA Commercial Mortgage Company (the "Loans"). Ms. Cangelosi's May 18, 2007 letter stated that Compass was not authorized to act on behalf of the lenders in the Loan (collectively, the "Lenders") for any purpose, and that any payment made by you to Compass would be at your own peril.

In accordance with an Order of the United States Bankruptcy Court for the District of Nevada, entered on July __, 2007 (the "Court Order"), we hereby notify you that Ms. Cangelosi's May 18, 2007 letter to you was wrong. Compass remains the proper servicer of the Loan, and is the exclusive entity authorized to act on behalf of the Lenders, subject to further Order of the Court. All payments on the Loan must continue to be made directly to Compass, and will be properly credited in accordance with the terms of the Loan documents.

Furthermore, any Lender who contacts you and represents that he/she is authorized to act on behalf of all Lenders in the Loan is acting in direct violation of the Court Order, and accordingly may be the subject of appropriate sanctions. A copy of the Court Order is enclosed herewith.

We apologize for any confusion that Ms. Cangelosi's May 18, 2007 letter may have caused. If you have any questions in this regard, please contact Compass at info@compassloans.net.

Very truly yours,

Alan Smith